

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE STATE STREET BANK AND
TRUST CO. ERISA LITIGATION

This Document Relates To:

No. 07 Civ. 9319

No. 07 Civ. 9687

No. 08 Civ. 0265

MDL DOCKET No. 1945

Master File No. 07-cv-8488 (RJH)

ECF Case

~~PROPOSED~~ ORDER GRANTING LEAD COUNSEL'S APPLICATION
FOR ATTORNEYS' FEES AND REIMBURSEMENT
OF LITIGATION EXPENSES

USDC SDNY
DOCUMENT
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DATE FILED: 2/19/10

WHEREAS, Co-Lead Counsel's motion for an award of attorneys' fees and reimbursement of expenses (the "Motion") came before the Court for hearing on February 17, 2010, pursuant to the Court's Order Preliminarily Approving Settlement and Confirming Final Settlement Hearing, filed October 28, 2009 (the "Preliminary Approval Order"); and due and adequate notice having been given to the Class as required in the Preliminary Approval Order; and the Court, having read and considered the Motion and supporting declarations and exhibits and being fully informed of the related proceedings, now FINDS, CONCLUDES AND ORDERS as follows:

1. This Order incorporates by reference the definitions in the Stipulation And Agreement of Settlement (the "Stipulation"), and all capitalized terms used, but not defined herein, shall have the same meanings as set forth in the Stipulation;

2. This Court has jurisdiction over the subject matter of the litigation and over all parties to this litigation, including all members of the Class;

3. The Court hereby finds and concludes that due and adequate notice was directed to the Class, advising the Class of the attorneys' fees and expense reimbursement requested by Co-Lead Counsel and the Class' right to object thereto, and a full and fair opportunity was accorded to all Class Members to be heard with respect to the request;

4. The Fee and Expenses Application filed in connection with the Settlement is hereby GRANTED;

5. The objections, if any, to the Fee and Expenses Application are overruled.

6. The Court hereby awards attorneys' fees of **25%** of the Settlement Fund payable to Co-Lead Counsel Bernstein Litowitz Berger & Grossmann LLP, Keller Rohrback LLP, and Berman DeValerio ("Co-Lead Counsel"). The Court also awards Co-Lead Counsel



reimbursement of litigation expenses in the amount of \$1,544,072.43 payable to Co-Lead Counsel. The Court awards interest on the attorneys' fees and the expenses awarded, calculated from the date of funding at the same rate as earned by the Settlement Fund. h

7. Pursuant to the Stipulation, the attorneys' fees and expenses and interest, as awarded by the Court, shall be paid to Co-Lead Counsel from the Settlement Fund immediately upon award, notwithstanding the existence of any timely filed objections thereto, or potential for appeal therefrom, or collateral attack on the Settlement or any part thereof.

8. The Court finds that an award of attorneys' fees of 25% of the Settlement Fund is fair and reasonable and consistent with the Second Circuit's awards utilizing the "percentage of recovery" method applicable for common fund cases; and in consideration of the following factors, among others: the approval of the fee request by the Lead Plaintiffs; the work performed; the litigation risks faced; the results achieved; and the skill required and the quality of the representation by Co-Lead Counsel. h

9. The Court further finds that the request for reimbursement of litigation expenses is reasonable in light of Co-Lead Counsel's prosecution of this action against the Defendants on behalf of the Class.

10. There being no just reason for delay in the entry of this Order, the Court hereby orders the immediate entry of this Order by the Clerk of the Court, as expressly directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

IT IS SO ORDERED.

Dated: 2/19/10



THE HONORABLE RICHARD J. HOLWELL
UNITED STATES DISTRICT COURT JUDGE